

Sara B. Brody, SBN 130222  
 sbrody@sidley.com  
 Jaime A. Bartlett, SBN 251825  
 jbartlett@sidley.com  
 Sarah A. Hemmendinger, SBN 298659  
 shemmendinger@sidley.com  
 SIDLEY AUSTIN LLP  
 555 California Street, Suite 2000  
 San Francisco, California 94104  
 Telephone: (415) 772-1200  
 Facsimile: (415) 772-7400

Norman J. Blears, SBN 95600  
 nblears@sidley.com  
 SIDLEY AUSTIN LLP  
 1001 Page Mill Road, Building 1  
 Palo Alto, California 94304  
 Telephone: (650) 565-7000  
 Facsimile: (650) 565-7100

*Attorneys for Defendants Ahmad Chatila, Brian Wuebbels, Martin  
 Truong, Jeremy Avenier, Emmanuel Hernandez, Antonio R. Alvarez,  
 Clayton Daley, Jr., Georganne Proctor, Steven Tesoriere, James B.  
 Williams, and Randy H. Zwirn*

[Additional counsel appear on signature page.]

**UNITED STATES DISTRICT COURT  
 NORTHERN DISTRICT OF CALIFORNIA  
 SAN FRANCISCO DIVISION**

COBALT PARTNERS, LP, et al.,  
 Plaintiffs,

vs.

SUNEDISON, INC., et al.,  
 Defendants.

Related Case No. 3:16-cv-02263-WHA

**STIPULATION AND [PROPOSED]  
 SCHEDULING ORDER**

Judge: Hon. William Alsup

GLENVIEW CAPITAL PARTNERS, L.P., et al.,  
 Plaintiffs,

vs.

SUNEDISON, INC., et al.,  
 Defendants.

Related Case No. 3:16-cv-02264-WHA

CHARLES BLOOM, et al.,

Plaintiffs,

vs.

SUNEDISON , INC., et al.,

Defendants.

Related Case No. 3:16-cv-02265-WHA

OMEGA CAPITAL INVESTORS, L.P., et al.,

Plaintiffs,

vs.

SUNEDISON , INC., et al.,

Defendants.

Related Case No. 3:16-cv-02268-WHA

Pursuant to Civil Local Rules 6-2(a) and 7-12, the parties,<sup>1</sup> by and through their respective undersigned counsel of record, submit the following stipulation and proposed order:

WHEREAS, March 28, 2016, the action captioned *Cobalt Partners, LP, et al. v. SunEdison, Inc. et al.* (“*Cobalt*”) was filed in Superior Court of California, San Mateo County;

WHEREAS, on March 29, 2016, the action captioned *Glenview Capital Partners, L.P. et al. v. SunEdison, Inc. et al.* (“*Glenview*”) was filed in the Superior Court of California, San Mateo County;

WHEREAS, on March 30, 2016, the action captioned *Omega Capital Investors, L.P. et al. v. SunEdison, Inc. et al.* (“*Omega*”) was filed in the Superior Court of California, San Mateo County;

WHEREAS, on April 4, 2016, the action captioned *Bloom et al. v. SunEdison, Inc. et al.* (“*Bloom*”) was filed in the Superior Court of California, San Mateo County;

WHEREAS, on April 26, 2016, Defendants removed *Bloom, Cobalt, Glenview, and Omega* to federal court;

WHEREAS, on May 26, 2016, Plaintiffs moved to remand *Bloom, Cobalt, Glenview, and Omega* to state court [*Bloom* Dkt. 16; *Cobalt* Dkt. 53-54; *Glenview* Dkt. 41-42; *Omega* Dkt. 40-41];

WHEREAS, on May 27, 2016, Defendants moved to transfer *Glenview* and *Bloom* to the Southern District of New York [*Glenview* Dkt. 43; *Bloom* 17-18];

WHEREAS, on June 1, 2016, Defendants moved to transfer *Cobalt* and *Omega* to the Southern District of New York [*Cobalt* Dkt. 58-59; *Omega* Dkt. 45];

WHEREAS, Plaintiffs’ motions to remand *Cobalt, Omega, and Glenview*, and Defendants’ motions to transfer *Cobalt* and *Omega* are scheduled to be heard on August 18, 2016 at 8:00 a.m.;

WHEREAS, Defendants intend to re-notice their motions to transfer *Glenview* and *Bloom* for August 18, 2016 at 8:00 a.m., and Plaintiffs in *Bloom* intend to re-notice their motion to remand *Bloom* for August 18, 2016 at 8:00 a.m.;

<sup>1</sup> Individual defendants join in this stipulation to the extent applicable to the cases in which they are named.

WHEREAS, pursuant to N.D. Cal. Civ. L.R. 7-3, Defendants' responses to the motions to remand are due by June 9, 2016, and Plaintiffs' replies are due by June 16, 2016;

WHEREAS, pursuant to N.D. Cal. Civ. L.R. 7-3, Plaintiffs' response to the motions to transfer *Glenview* and *Bloom* are due by June 10, 2016, and Defendants' replies are due by June 17, 2016;

WHEREAS, pursuant to N.D. Cal. Civ. L.R. 7-3, Plaintiffs' responses to the motions to transfer *Cobalt* and *Omega* are due by June 15, 2016, and Defendants' replies are due by June 22, 2016;

WHEREAS, Defendants' deadline to respond to the Complaint in *Omega* is July 1, 2016 [*Omega* Dkt. 35];

WHEREAS, Defendants are not required to plead or otherwise respond to the Complaint in *Glenview* until after the motion to remand and the motion to transfer venue are decided [*Glenview* Dkt. 38];

WHEREAS, by agreement of the parties, Defendants are not required to plead or otherwise respond to the Complaint in *Bloom* until after the motion to remand and the motion to transfer venue are decided;

WHEREAS, due to the complexity of the issues raised in these multiple pending motions in multiple related cases, the parties have requested additional time to fully address all issues, and do so in an organized and coordinated fashion;

WHEREAS, the parties have met and conferred over the requested extension and negotiated and agreed to the briefing schedule set forth below, which provides: (1) Plaintiffs to and including July 1, 2016 to file their responses to the motions to transfer, and Defendants to and including July 1, 2016 to file their responses to the motions to remand; and (2) Plaintiffs to and including July 29, 2016 to file any reply in support of their motions to remand, and Defendants to and including July 29, 2016 to file any reply in support of their motions to transfer; (3) Defendants to and including August 12, 2016 to respond to the complaints in *Omega* and *Glenview*.

WHEREAS, the agreed schedule will not delay any scheduled hearings;

WHEREAS, Plaintiffs previously agreed to provide Defendants an extension of time to

1 respond to the Complaints in *Cobalt*, *Omega*, and *Glenview* until May 20, 2016, and the  
2 Defendants' deadlines to respond in *Omega* and *Glenview* were further extended as set forth  
3 above;

4 WHEREAS, Plaintiffs in *Bloom* previously agreed that Defendants are not required to  
5 respond to the Complaint until after the motion to transfer and motion to remand are decided;

6 WHEREAS, the Court has previously ordered, pursuant to stipulation, an extension of time  
7 to file opposition and reply briefs to Defendants' motion to dismiss *Cobalt* to July 1, 2016 and July  
8 29, 2016, respectively;

9 WHEREAS, no other extensions of time have been granted in these actions;

10 NOW THEREFORE, the parties here by agree and stipulate to the following deadlines:

- 11 1. Plaintiffs' oppositions to Defendants' motions to transfer in *Bloom*, *Cobalt*, *Omega*,  
12 and *Glenview* shall be filed on or before July 1, 2016;
  - 13 2. Defendants' oppositions to Plaintiffs' motions to remand in *Bloom*, *Cobalt*, *Omega*,  
14 and *Glenview* shall be filed on or before July 1, 2016;
  - 15 3. Plaintiffs' replies in support of their motions to remand in *Bloom*, *Cobalt*, *Omega*,  
16 and *Glenview* shall be filed on or before July 29, 2016;
  - 17 4. Defendants' replies in support of their motions to transfer in *Bloom*, *Cobalt*,  
18 *Omega*, and *Glenview* shall be filed on or before July 29, 2016;
  - 19 5. In the interests of efficiency, the parties may, but are not required to, submit  
20 consolidated briefs in opposition to or replies in support of the pending motions to  
21 remand and transfer;
  - 22 6. Defendants' responses to the Complaints in *Omega* and *Glenview* shall be filed on  
23 or before August 12, 2016;
  - 24 7. Defendants shall not be required to respond to the Complaint in *Bloom* until after  
25 the Court rules on the motions for remand and transfer.
- 26  
27  
28

1 Dated: June 6, 2016

Respectfully Submitted,

2  
3 By: /s/ Sara B. Brody

4 Sara B. Brody, SBN 130222  
5 SIDLEY AUSTIN LLP  
6 555 California Street, Suite 2000  
7 San Francisco, California 94104  
Telephone: (415) 772-1200  
Facsimile: (415) 772-7400  
sbrody@sidley.com

8 *Attorneys for SunEdison, Inc., Ahmad Chatila,*  
9 *Brian Wuebbels, Martin Truong, Jeremy*  
10 *Avenier, Emmanuel Hernandez, Antonio R.*  
11 *Alvarez, Clayton Daley, Jr., Georganne*  
12 *Proctor, Steven Tesoriere, James B. Williams,*  
13 *and Randy H. Zwirn*

14 By: /s/ Jie (Lisa) Li

15 Jie (Lisa) Li, SBN 260474  
16 WILMER CUTLER PICKERING  
17 HALE AND DORR LLP  
18 950 Page Mill Road  
19 Palo Alto, California 94304  
20 Telephone: (650) 858-6000  
21 Facsimile (650) 858-6100  
22 Lisa.Li@wilmerhale.com

23 Michael Bongiorno (admitted *pro hac vice*)  
24 Timothy Perla (admitted *pro hac vice*)  
25 WILMER CUTLER PICKERING  
26 HALE AND DORR LLP  
27 60 State Street  
28 Boston, Massachusetts 02109  
Telephone: (617) 526-6000  
Facsimile (617) 526-5000  
Michael.Bongiorno@wilmerhale.com  
Timothy.Perla@wilmerhale.com

*Attorneys for TerraForm Global, Inc., and*  
*Peter Blackmore*

1  
2  
3 By: /s/ Ismail J. Ramsey  
4 Ismail J. Ramsey (SBN 189820)  
5 RAMSEY & EHRLICH LLP  
6 803 Hearst Ave  
7 Berkeley, CA 94710  
8 Tel: (510) 548-3600  
9 Fax: (510) 291-3060  
10 izzy@ramsey-ehrllich.com

11  
12  
13 Kevin J. O'Connor (Admitted *Pro Hac Vice*)  
14 HINCKLEY ALLEN  
15 28 State Street  
16 Boston, MA 02109-1775  
17 Tel: (617) 378-4190  
18 Fax: (617) 378-4191  
19 koconnor@hinkleyallen.com

20 *Attorneys for Carlos Domenech Zornoza*

21 By: /s/ Daniel H. Bookin  
22 Daniel H. Bookin (SBN 78996)  
23 O'MELVENY & MYERS LLP  
24 Two Embarcadero Center, 28th Floor  
25 San Francisco, CA 94111  
26 Telephone: (415) 984-8700  
27 Facsimile: (415) 984-8701  
28 dbookin@omm.com

*Attorneys for Alejandro Hernandez*

By: /s/ Patrick D. Robbins  
Patrick D. Robbins, SBN 152288  
SHEARMAN & STERLING LLP  
535 Mission Street, 25th Floor  
San Francisco, CA 94105  
Telephone: (415) 616-1210  
Facsimile: (415) 616-1199  
probbins@shearman.com

Adam S. Hakki (*pro hac vice* app. to be submitted)  
Daniel C. Lewis (*pro hac vice* app. to be submitted)  
SHEARMAN & STERLING LLP

599 Lexington Avenue  
New York, NY 10022-6069  
Telephone: (212) 848-4000  
Facsimile: (646) 848-4924  
ahakki@shearman.com  
daniel.lewis@shearman.com

*Attorneys for Underwriters*



By: /s/ Jennifer N. Caringal

Jennifer N. Caringal, SBN 286197  
Darren J. Robbins, SBN 168593  
James I. Jaconette, SBN 179565  
Scott H. Saham, SBN 188355  
ROBBINS GELLER RUDMAN & DOWD LLP  
655 West Broadway, Suite 1900  
San Diego, CA 92101  
Telephone: (619) 231-1058  
Facsimilie: (619) 231-7423

Dennis J. Herman, SBN 220163  
David W. Hall, SBN 274921  
ROBBINS GELLER RUDMAN & DOWD LLP  
Post Montgomery Center  
One Montgomery Street, Suite 1800  
San Francisco, CA 94104  
Telephone: (415) 288-4545  
Facsimilie: (415) 288-4534

*Attorneys for Plaintiffs Cobalt Partners, L.P.,  
Cobalt Partners II, LP, Cobalt Offshore Master  
Fund LP, Cobalt KC Partners, LP, Glenview  
Capital Partners, L.P., Omega Capital Investors,  
L.P., Omega Capital Partners, L.P., Omega  
Equity Investors, L.P., Omega Overseas  
Partners, LTD, Glenview Institutional Partners,  
L.P., Glenview Capital Master Fund, Ltd.,  
Glenview Capital Opportunity Fund, L.P.,  
Glenview Offshore Opportunity Master Fund,  
Ltd.*

By: /s/ John Jasnoch

John Jasnoch, (CA. BAR NO. 281605)  
JOHN T. JASNOCH  
707 Broadway, Suite 1000  
San Diego, CA 92101  
Telephone: 619 233-4565  
Facsimile: (619) 233-0508  
jjasnoch@scott-scott.com

*Attorneys for Plaintiffs Charles Bloom and  
Sharon Burnstein*

1 **PURSUANT TO STIPULATION, IT IS SO ORDERED.**

2 Dated: June 7, 2016.

3 

4 Honorable William Alsup  
5 United States District Judge

**SIGNATURE ATTESTATION**

I am the ECF User whose identification and password are being used to file the foregoing Stipulation and [Proposed] Scheduling Order. In compliance with Local Rule 5-1(i)(3), I hereby attest that the other signatories have concurred in this filing.

Dated: June 6, 2016

SIDLEY AUSTIN LLP

By: /s/ Sara B. Brody

Sara B. Brody

*Attorneys for SunEdison, Inc., Ahmad Chatila, Brian Wuebbels, Martin Truong, Jeremy Avenier, Emmanuel Hernandez, Antonio R. Alvarez, Clayton Daley, Jr., Georganne Proctor, Steven Tesoriere, James B. Williams, and Randy H. Zwirn*